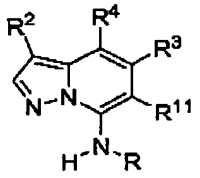
IN THE CLAIMS:

This listing of claims replaces the prior version and provides a listing of claims in the application.

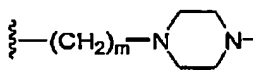
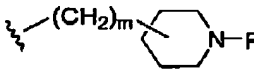
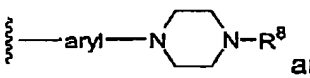
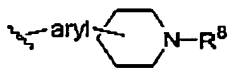
Claim 1 (currently amended): A compound represented by the structural formula:



Formula III

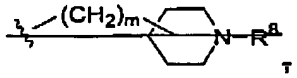
wherein:

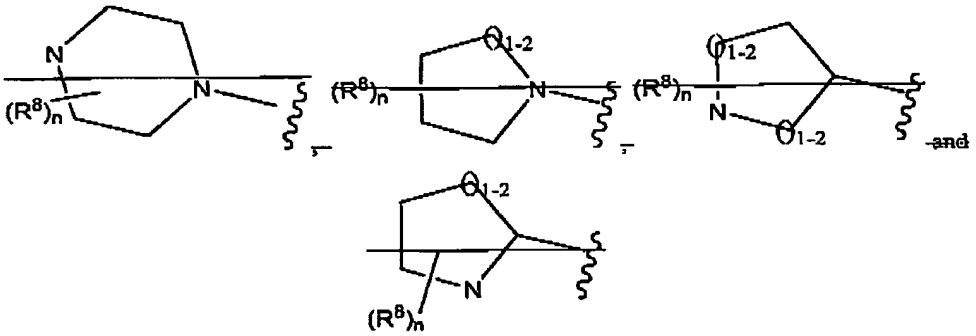
R is selected from the group consisting of alkyl, aryl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, arylalkyl, cycloalkyl, $-NR^6R^7$, $-C(O)R^7$, $-C(O)OR^6$, $-C(O)NR^6R^7$ and $-S(O_2)R^7$, wherein each of said alkyl, aryl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, cycloalkyl and arylalkyl can be unsubstituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, CF_3, CN, $-OCF_3$, $-OR^6$, $-C(O)R^7$, $-NR^6R^7$, $-C(O)OR^6$, $-C(O)NR^6R^7$, $-SR^6$, $-S(O_2)R^7$, $-S(O_2)NR^6R^7$, $-N(R^5)S(O_2)R^7$, $-N(R^6)C(O)R^8$ and $-N(R^5)C(O)NR^6R^7$ and NO_2;

R^2 is selected from the group consisting of hydrogen, ~~R^9,~~ halogen, CN, $-C(O)OR^6$, $-C(O)NR^5R^{10}$, $-OR^6$, $-C(O)R^7$, $-SR^6$, $-S(O_2)R^7$, $-S(O_2)NR^6R^{10}$, $-N(R^5)S(O_2)R^7$, $-N(R^5)C(O)R^7$and $-N(R^5)C(O)NR^5R^{10}$, alkyl, alkenyl, alkynyl, alkenylalkyl, alkynylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, cycloalkyl, cycloalkylalkyl, $-CF_3$, $-C(O)R^7$, ~~$-NR^6R^7$~~, $-C(O)OR^6$, $-C(O)NR^5R^6$, alkyl substituted with 1-6 R^9 groups which groups can be the same or different with each R^9 being independently selected,  ,  ,  and  , wherein each of said aryl, heteroaryl, arylalkyl and heterocyclyl can be unsubstituted or optionally independently substituted with one or more moieties which can be the same

or different, each moiety being independently selected from the group consisting of halogen, alkyl, cycloalkyl, CF_3, CN, $-OCF_3$, $-OR^6$, $-C(O)R^7$, $-NR^6R^7$, $-C(O)OR^6$, $-C(O)NR^5R^6$, $-SR^6$, $-S(O_2)R^7$, $-S(O_2)NR^5R^6$, $-N(R^5)S(O_2)R^7$, $-N(R^5)C(O)R^7$ and $-N(R^5)C(O)NR^5R^6$;

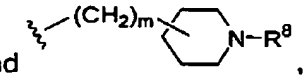
R^3 is selected from the group consisting of H, halogen, $-NR^5R^6$, CF_3, alkyl, cycloalkyl, aryl, ~~heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl,~~ alkynyl, alkenyl, $-(CHR^5)_n$-aryl, ~~$-(CHR^5)_n$-heteroaryl,~~ $-(CHR^5)_n-OR^6$, $-S(O_2)R^6$, $-C(O)R^6$, $-S(O_2)NR^5R^6$, $-C(O)OR^6$, $-C(O)NR^5R^6$, $-CH(aryl)_2$, and $-(CH_2)_m-NR^8$,





~~and~~

wherein each of said aryl, alkyl, arylalkyl, and cycloalkyl~~, heteroaryl, heteroarylalkyl, heterocyclyl and heterocyclylalkyl for R^3 and the heterocyclyl moieties whose structures are shown immediately above for R^3~~ can be substituted or optionally independently substituted with one or more moieties which moieties can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, aryl, cycloalkyl, CF_3, CN, $-OCF_3$, $-OR^5$, $-C(R^4R^5)_nOR^5$, $-NR^5R^6$, $-C(R^4R^5)_nNR^5R^6$, $-C(O_2)R^5$, $-C(O)R^5$, $-C(O)NR^5R^6$, $-SR^6$, $-S(O_2)R^6$, $-S(O_2)NR^5R^6$, $-N(R^5)S(O_2)R^7$, $-N(R^5)C(O)R^7$ and $-N(R^5)C(O)NR^5R^6$;

R^4 is selected from the group consisting of H, halogen, CF_3, alkyl, cycloalkyl, aryl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl, alkynyl, alkenyl, $-(CHR^5)_n$-aryl, $-(CHR^5)_n$-heteroaryl, $-(CHR^5)_n-OR^6$, $-S(O_2)R^6$, $-C(O)R^6$, $-S(O_2)NR^5R^6$, $-C(O)OR^6$, $-C(O)NR^5R^6$, cycloalkyl, $-CH(aryl)_2$, $-(CH_2)_m-NR^8$, and  , wherein each of said aryl, alkyl, cycloalkyl, heteroaryl, heteroarylalkyl, heterocyclyl and heterocyclylalkyl can

be substituted or optionally substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, aryl, cycloalkyl, CF_3, CN, $-OCF_3$, $-OR^5$, $-NR^5R^6$, $-C(O_2)R^5$, $-C(O)NR^5R^6$, $-SR^6$, $-S(O_2)R^6$, $-S(O_2)NR^5R^6$, $-N(R^5)S(O_2)R^7$, $-N(R^5)C(O)R^7$ and $-N(R^5)C(O)NR^5R^6$;

R^5 is H, alkyl or aryl;

R^6 is selected from the group consisting of H, alkyl, aryl, heteroaryl, arylalkyl, cycloalkyl, heteroarylalkyl, heterocyclyl and heterocyclylalkyl, wherein each of said alkyl, aryl, heteroaryl, arylalkyl, cycloalkyl, heteroarylalkyl, heterocyclyl and heterocyclylalkyl can be unsubstituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, aryl, cycloalkyl, heterocyclylalkyl, CF_3, OCF_3, CN, $-OR^5$, $-NR^5R^{10}$, $-N(R^5)Boc$, $-C(R^4R^5)OR^5$, $-C(O)R^6$, $-C(O)OR^5$, $-C(O)NR^5R^{10}$, $-SO_3H$, $-SR^{10}$, $-S(O_2)R^7$, $-S(O_2)NR^5R^{10}$, $-N(R^5)S(O_2)R^7$, $-N(R^5)C(O)R^7$ and $-N(R^5)C(O)NR^5R^{10}$;

R^{10} is selected from the group consisting of H, alkyl, aryl, arylalkyl, cycloalkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, and heteroarylalkyl, wherein each of said alkyl, aryl, arylalkyl, cycloalkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, and heteroarylalkyl can be unsubstituted or optionally substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, aryl, cycloalkyl, heterocyclylalkyl, CF_3, OCF_3, CN, $-OR^5$, $-NR^4R^5$, $-N(R^5)Boc$, $-(CR^4R^5)_nOR^5$, $-C(O_2)R^5$, $-C(O)NR^4R^5$, $-C(O)R^5$, $-SO_3H$, $-SR^5$, $-S(O_2)R^7$, $-S(O_2)NR^4R^5$, $-N(R^5)S(O_2)R^7$, $-N(R^5)C(O)R^7$ and $-N(R^5)C(O)NR^4R^5$;

or optionally (i) R^5 and R^{10} in the moiety $-NR^5R^{10}$, or (ii) R^5 and R^6 in the moiety $-NR^5R^6$, may be joined together to form a cycloalkyl or heterocyclyl moiety, with each of said cycloalkyl or heterocyclyl moiety being unsubstituted or optionally independently being substituted with one or more R^9 groups;

R^7 is selected from the group consisting of alkyl, cycloalkyl, aryl, heteroaryl, arylalkyl and heteroarylalkyl wherein each of said alkyl, cycloalkyl, heteroarylalkyl, aryl, heteroaryl and arylalkyl can be unsubstituted or

optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, aryl, cycloalkyl, CF_3, OCF_3, CN, $-OR^5$, $-NR^5R^{10}$, $-CH_2OR^5$, $-C(O_2)R^5$, $-C(O)NR^5R^{10}$, $-C(O)R^5$, $-SR^{10}$, $-S(O_2)R^{10}$, $-S(O_2)NR^5R^{10}$, $-N(R^6)S(O_2)R^{10}$, $-N(R^5)C(O)R^{10}$ and $-N(R^5)C(O)NR^5R^{10}$;

R^6 is selected from the group consisting of R^6, $-C(O)NR^5R^{10}$, $-S(O_2)NR^5R^{10}$, $-C(O)R^7$, $-C(O)OR^6$ and $-S(O_2)R^7$;

R^9 is selected from the group consisting of halogen, CN, NR^5R^{10}, $-C(O)OR^6$, $-C(O)NR^5R^{10}$, $-OR^6$, $-C(O)R^7$, $-SR^6$, $-S(O_2)R^7$, $-S(O_2)NR^5R^{10}$, $-N(R^5)S(O_2)R^7$, $-N(R^5)C(O)R^7$and $-N(R^5)C(O)NR^5R^{10}$;

R^{11} is H, alkyl or aryl;

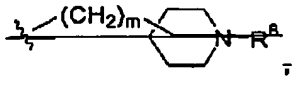
m is 0 to 4; and

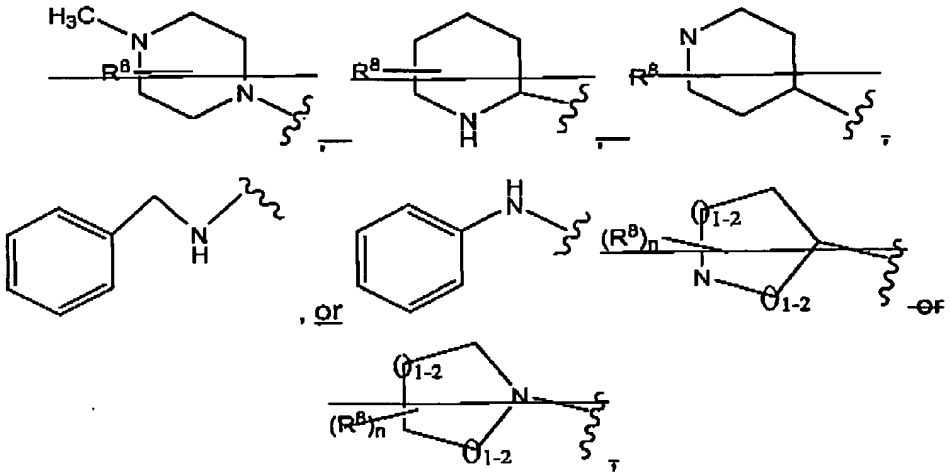
n is 1-4.

Claim 2 (currently amended): The compound of claim 1, R is selected from the group consisting of aryl, heteroaryl, alkyl, arylalkyl, heteroarylalkyl, $-S(O_2)R^7$ and $-C(O)R^7$, wherein each of said alkyl, aryl and heteroaryl can be unsubstituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, CF_3, CN, $-OCF_3$, $-NR^6R^7$, $-NR^6C(O)R^8$ and $-OR^6$; and R^7 is alkyl, phenyl or pyridyl, with each of said alkyl, phenyl and pyridyl for R^7 being unsubstituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, CN, CF_3, alkyl, $-S(O_2)R^7$, $-S(O_2)NR^6R^7$, $-N(R^5)S(O_2)R^7$, and $-N(R^6)C(O)R^8$;

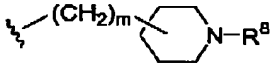
R^2 is selected from the group consisting of H, halogen, alkyl, alkynyl, alkenyl, aryl, heteroaryl and $-C(O)R^7$, wherein each of said alkyl, alkynyl, alkenyl, aryl and heteroaryl can be unsubstituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, CF_3, CN, $-OCF_3$, and $-OR^6$;

R^3 is selected from the group consisting of H, aryl, ~~heteroaryl,~~ $-(CHR^5)_n$-aryl, ~~$-(CHR^5)_n$-heteroaryl,~~ $-(CHR^5)_n-OR^6$, $-C(O)R^6$, cycloalkyl,

$-NR^5R^6$, $-CH(aryl)_2$, 



wherein each of said aryl, and cycloalkyl ~~and heteroaryl and the heterocyclyl structures shown immediately above for R^3~~ can be substituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, CF_3, OCF_3, alkyl, CN, aryl, $-C(O)R^5$, $-C(O_2)R^5$, $-S(O_2)R^6$, $-C(=NH)-NH_2$, $-C(=CN)-NH_2$, hydroxyalkyl, alkoxycarbonyl, $-SR^6$, and OR^5, with the proviso that no carbon adjacent to a nitrogen atom on a heterocyclyl ring carries a $-OR^5$ moiety;

R^4 is selected from the group consisting of H, alkyl, aryl, heteroaryl, $-(CHR^5)_n$-aryl, $-(CHR^5)_n$-heteroaryl, $-(CHR^5)_n-OR^6$, $-C(O)R^6$, cycloalkyl, $-CH(aryl)_2$ and  , wherein each of said aryl and heteroaryl can be substituted or optionally substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, aryl, CF_3, CN, $-C(O_2)R^5$ and $-S(O_2)R^6$;

R^5 is R^5 is H, aryl or lower alkyl;

R^{11} is H or lower alkyl;

m is 0 to 2, and

n is 1 to 3.

Claim 3 (original): The compound of claim 2, wherein R is selected from the group consisting of phenyl, pyridyl, pyrazinyl, pyridazinyl, pyrimidinyl, benzyl, pyridylmethyl, pyrazinylmethyl, pyridazinylmethyl, pyrimidinylmethyl, - $S(O_2)$aryl, -$S(O_2)$heteroaryl, -$S(O_2)$alkyl, –C(O)alkyl, -C(O)aryl, and -C(O)heteroaryl, wherein each of said phenyl, pyridyl, pyrazinyl, pyridazinyl, pyrimidinyl, alkyl, aryl and heteroaryl can be unsubstituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of Cl, Br, I, lower alkyl, CF_3, CN, $-C(O)OR^6$, $-OCF_3$, -N(H)C(O)alkyl, alkoxy and -OH.

Claim 4 (original): The compound of claim 3, wherein R is unsubstituted phenyl, unsubstituted pyridyl, benzyl whose phenyl can be unsubstituted or optionally independently substituted with one or more moieties selected from the group consisting of F, Cl, Br, CN, CF_3, and –N(H)C(O)CH_3 , pyridylmethyl whose pyridyl can be unsubstituted or optionally independently substituted with one or more moieties selected from the group consisting of F, Cl, Br, CN, CF_3, and –N(H)C(O)CH_3, phenylsulfonyl whose phenyl can be unsubstituted or optionally substituted with one or more moieties selected from the group consisting of F, Cl, Br, CN, -N(H)C(O)CH_3 and CF_3, or pyridylsulfonyl whose pyridyl can be unsubstituted or optionally substituted with one or more moieties selected from the group consisting of F, Cl, Br, CN,-N(H)C(O)CH_3 and CF_3.

Claim 5 (original): The compound of claim 4, wherein R is benzyl whose phenyl is substituted with one or more moieties selected from the group consisting of F, Cl, Br, CN, -N(H)C(O)CH_3 and CF_3.

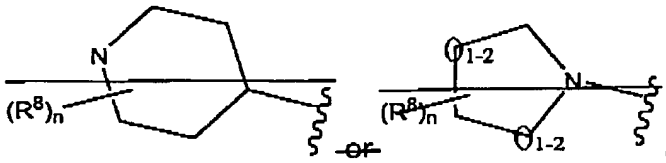
Claim 6 (original): The compound of claim 3, wherein R is pyridylmethyl whose pyridyl is substituted with one or more moieties selected from the group consisting of F, Cl, Br, CN,-N(H)C(O)CH_3 and CF_3.

Claim 7 (original): The compound of claim 3, wherein R is pyrimidinylmethyl.

Claim 8 (original): The compound of claim 2, wherein R^2 is H, F, Cl, Br, hydroxyalkyl, or lower alkyl.

Claim 9 (original): The compound of claim 8, wherein R^2 is H, Cl, Br, hydroxymethyl or methyl.

Claim 10 (currently amended): The compound of claim 2, wherein R^3 is H, alkyl, aryl, or $-NR^5R^6$,



wherein said alkyl and aryl ~~and the heterocyclyl moieties shown immediately above for R^3~~ can be unsubstituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of F, Cl, Br, CF_3, lower alkyl, hydroxyalkyl, alkoxy, $-S(O_2)R^6$, and CN.

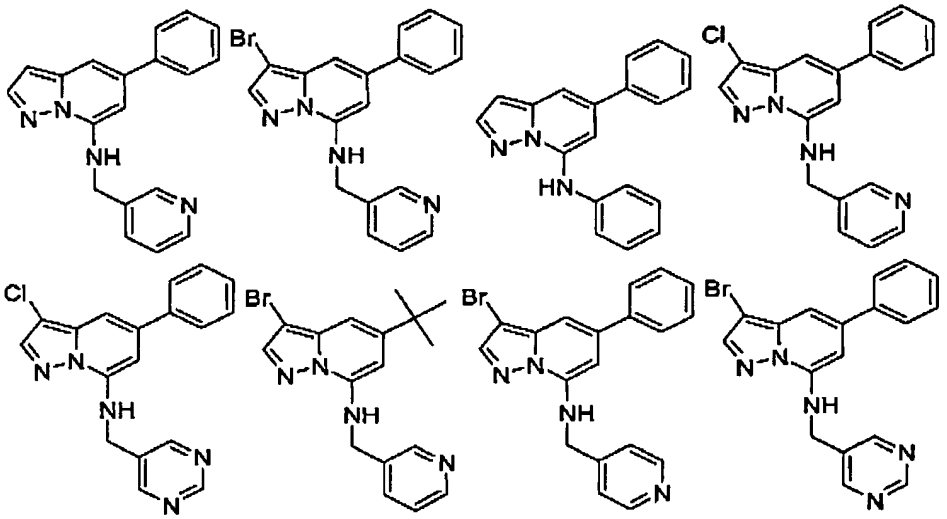
Claim 11 (original): The compound of claim 2, wherein R^4 is H, alkyl or aryl, wherein said alkyl or aryl can be unsubstituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of F, Cl, Br, CF_3, lower alkyl, hydroxyalkyl, alkoxy, $-S(O_2)R^6$, and CN.

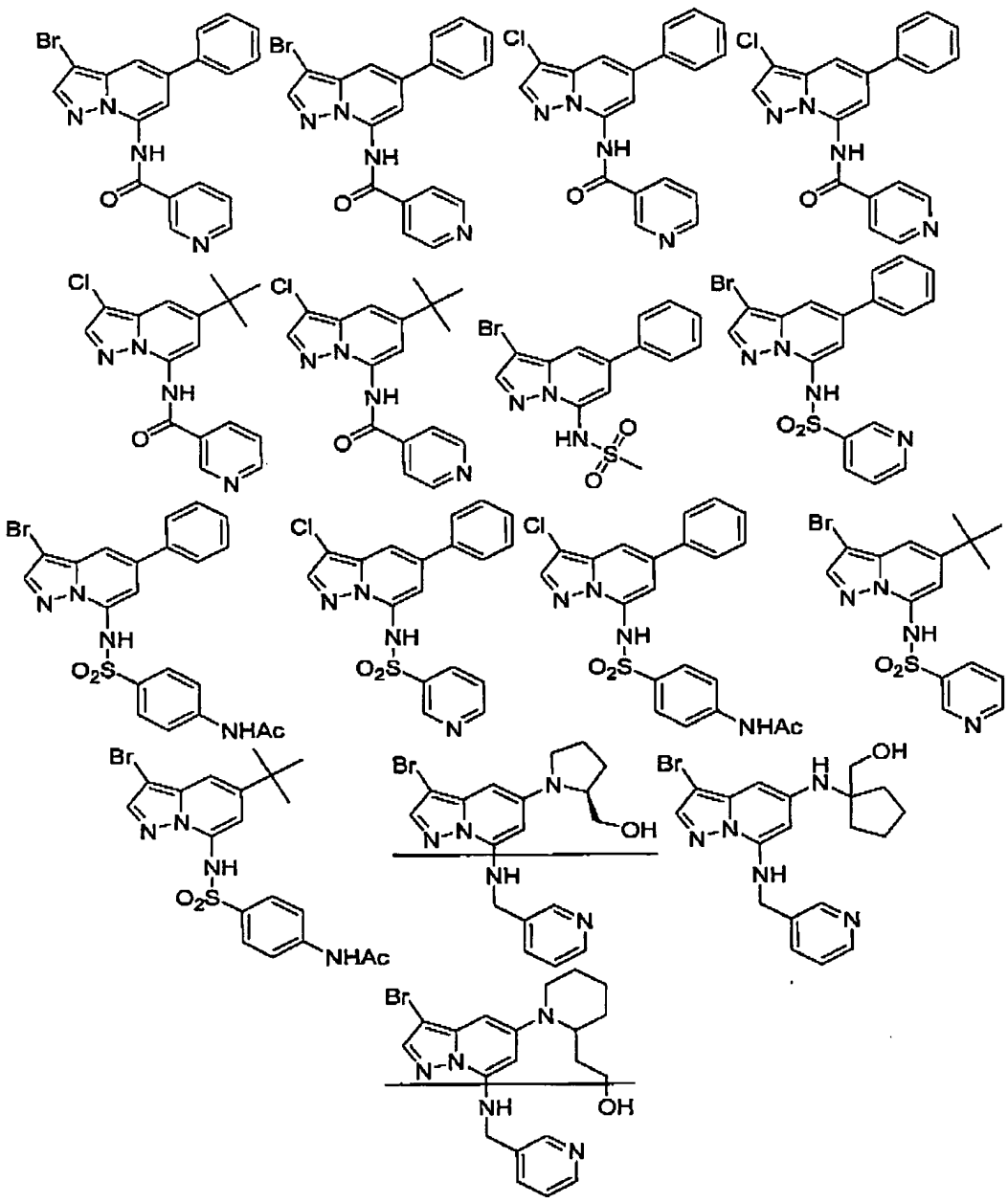
Claim 12 (Original): The compound of claim 2, wherein R^5 is H.

Claim 13 (original): The compound of claim 2, wherein m is 0.

Claim 14 (Original): The compound of claim 2, wherein n is 1.

Claim 15 (currently amended): A compound of the formula:





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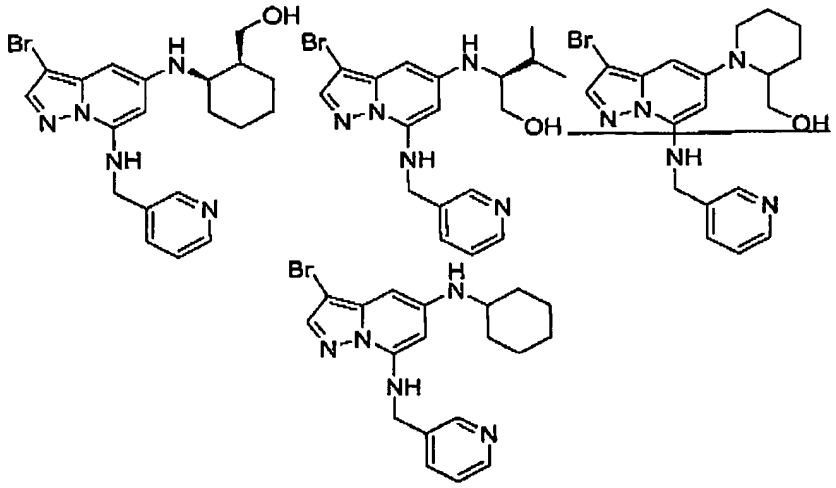
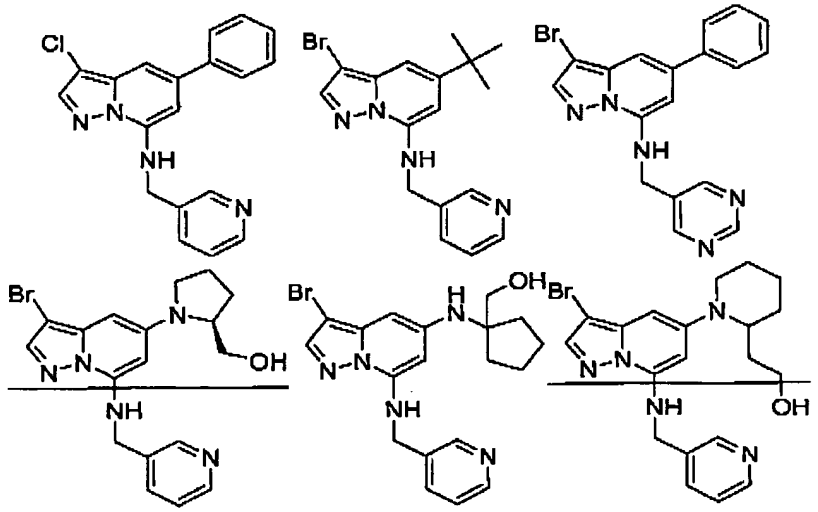
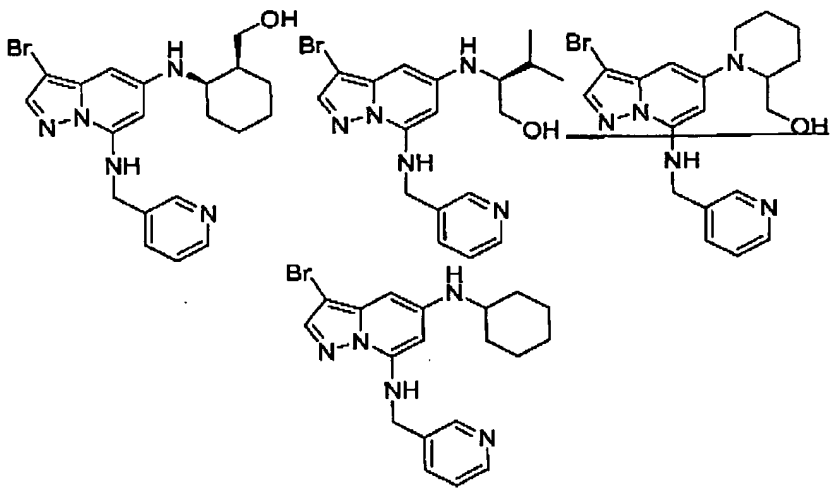


or a pharmaceutically acceptable salt or solvate thereof.

Claim 16 (currently amended): A compound of the formula:





or a pharmaceutically acceptable salt or solvate thereof.

Claims 17-25: Cancelled.

Claim 26 (original): A pharmaceutical composition comprising a therapeutically effective amount of at least one compound of claim 1 in combination with at least one pharmaceutically acceptable carrier.

Claim 27 (currently amended): The pharmaceutical composition of claim 26 ~~25~~, additionally comprising one or more anti-cancer agents selected from the group consisting of cytostatic agent, cisplatin, doxorubicin, taxotere, taxol, etoposide, CPT-11, irinotecan, camptostar, topotecan, paclitaxel, docetaxel, epothilones, tamoxifen, 5-fluorouracil, methoxtrexate, 5-fluorouracil, temozolomide, cyclophosphamide, 4-[2-[4-[(11R)-3,10-dibromo-8-chloro-6,11-dihydro-5H-benzo[5,6]cyclohepta[1,2-b]pyridin-11-yl-]-1-piperidinyl]-2-oxoehtyl]-1-piperidinecarboxamide, Zarnestra® (tipifarnib), L778,123 (a famesyl protein transferase inhibitor), BMS 214662 (a famesyl protein transferase inhibitor), Iressa, Tarceva, antibodies to EGFR, Gleevec, intron, ara-C, adriamycin, cytoxan, gemcitabine, Uracil mustard, Chlormethine, Ifosfamide, Melphalan, Chlorambucil, Pipobroman, Triethylenemelamine, Triethylenethiophosphoramine, Busulfan, Carmustine, Lomustine, Streptozocin, Dacarbazine, Floxuridine, Cytarabine, 6-Mercaptopurine, 6-Thioguanine, Fludarabine phosphate, Pentostatine, Vinblastine, Vincristine, Vindesine, Bleomycin, Dactinomycin, Daunorubicin, Doxorubicin, Epirubicin, Idarubicin, Mithramycin, Deoxycoformycin, Mitomycin-C, L-Asparaginase,

Teniposide 17α-Ethinylestradiol, Diethylstilbestrol, Testosterone, Prednisone, Fluoxymesterone, Dromostanolone propionate, Testolactone, Megestrolacetate, Methylprednisolone, Methyltestosterone, Prednisolone, Triamcinolone, Chlorotrianisene, Hydroxyprogesterone, Aminoglutethimide, Estramustine, Medroxyprogesteroneacetate, Leuprolide, Flutamide, Toremifene, goserelin, Cisplatin, Carboplatin, Hydroxyurea, Amsacrine, Procarbazine, Mitotane, Mitoxantrone, Levamisole, Navelbene, Anastrazole, Letrazole, Capecitabine, Reloxafine, Droloxafine, or Hexamethylmelamine.

Claim 28 (original): A compound of claim 1, in isolated and purified form.

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